

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

WILLIAM J. HENRY,)	Case No.:
)	
Plaintiff,)	Judge _____
)	
v.)	
)	
MICHAELS STORES, INC.,)	<u>DECLARATION OF SHANA MORAN</u>
)	
Defendant.)	

Now comes the Declarant, Shana Moran, who declares under penalty of perjury:

1. I, Shana Moran, am over the age of 21 years and am competent to make this Declaration.

2. I am the Category Director for Michaels Custom Framing at Artistree, Inc., a wholly owned subsidiary of Michaels Stores, Inc. ("Michaels"). I have personal knowledge of the facts set forth herein and if called to testify would do so competently.

3. Based on my review of corporate records, the following is true:

4. Michaels is incorporated under the laws of Delaware.

5. Both currently and at the time this action was commenced, Michaels maintained its headquarters in Irving, Texas. Both currently and at the time this action was commenced, the executive officers of Michaels, including the chief executive officer (once hired in 2013), chief administrative officer and chief financial officer, executive vice-presidents, and general counsel, maintained offices in the Dallas/Fort Worth, Texas metropolitan area.

6. Both currently and at the time this action was commenced, Michaels made and implemented company-wide operating, financial, employee relations, marketing, development, customer care, accounting, income tax, treasury, and legal policy decisions in its Texas



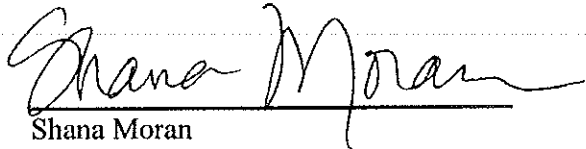
headquarters and other Texas offices.

7. Between the years 2008 and 2011, Michaels received at least \$5 million in revenue per year from sales of custom frames and/or custom framing services at Michaels stores in Ohio in which the price of those products and/or services was discounted.

8. Between the years 2008 and 2011, thousands of individuals per year purchased custom frames and/or custom framing services at Michaels stores in Ohio in transactions in which the price of those products and/or services was discounted. This includes at least 100 Ohio residents.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed: April 9, 2013


Shana Moran